

**HINCKLEY, ALLEN & SNYDER**

*Attorneys at Law*

December 7, 1992

HAND DELIVERED

Ms. Mildred Lee  
Interstate Commerce Commission  
1201 Constitution Avenue, NW  
Room 2303  
Washington, DC 20423

18025  
RECORDATION NO. FILED 1425  
DEC 7 1992-10 50 AM  
INTERSTATE COMMERCE COMMISSION

Re: Rockland Trust/Edaville Corporation

Dear Ms. Lee:

Enclosed for filing on behalf of Rockland Trust Company, successor to Middleborough Trust Company as Secured Party, please find one original and one copy of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

1. Certified copy of that certain Security Agreement dated March 19, 1986 by and between G.B. Leasing Corp. and Middleborough Trust Company.
2. Certified copy of that certain Security Agreement dated March 11, 1987 by and between G.B. Leasing Corp. and Middleborough Trust Company.
3. Certified copy of that certain Security Agreement dated July 31, 1987 by and between G.B. Leasing Corp. and Middleborough Trust Company.
4. Certified copy of that certain Security Agreement dated October 12, 1988 by and between Edaville Corporation and Middleborough Trust Company.
5. Certified copy of that certain Security Agreement dated January 30, 1989 by and between G.B. Leasing Corp. and Middleborough Trust Company.
6. Certified copy of that certain Security Agreement dated May 19, 1989 by and between G.B. Leasing Corp. and Middleborough Trust Company.

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7. Certified copy of that certain Security Agreement dated September 14, 1989 by and between G.B. Leasing Corp. and Middleborough Trust Company.
8. Certified copy of that certain Security Agreement dated March 8, 1990 by and between G.B. Leasing Corp. and Middleborough Trust Company.
9. Certified copy of that certain Security Agreement dated April 10, 1991 by and between G.B. Leasing Corp. and Middleborough Trust Company.

The parties to the above-referenced documents are listed below:

Rockland Trust Company, Secured Party  
(successor to Middleborough Trust Company)  
288 Union Street  
Rockland, MA 02730

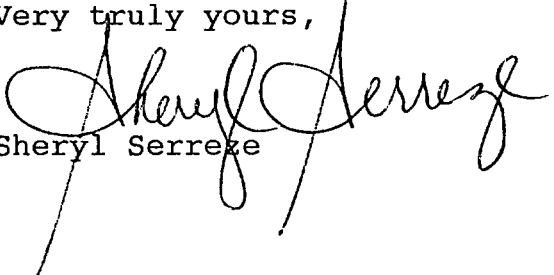
G.B. Leasing Corp., Debtor  
60 Water Street  
Marion, MA 02738

Edaville Corporation, Debtor  
P.O. Box 7  
South Carver, MA 02366

The collateral described in the above-referenced Security Agreements consists of, among other things, railroad rolling stock, locomotives and railroad cars more particularly described therein.

Recording fees will be provided to you by the filing service that is submitting these documents for recording. Please return recorded copies of these documents to the attention of the undersigned. Please contact the undersigned at (401) 274-2000 if you have any questions regarding the enclosed.

Very truly yours,

  
Sheryl Serreze

18025

RECORDATION NO. \_\_\_\_\_ FILED 1425

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CERTIFICATE

INTERSTATE COMMERCE COMMISSION

I, Wayne Carvalho, Vice President of Rockland Trust Company (successor to Middleborough Trust Company) (the "Corporation"), do hereby certify that attached hereto as Exhibit A is a true, complete and identical copy of that certain Security Agreement dated July 31, 1987 by and between G.B. Leasing Corp. and the Corporation (the "Agreement"), and that said copy has been compared with the original Agreement and said copy has been found to be identical in all respects to the original Agreement.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27th day of November, 1992

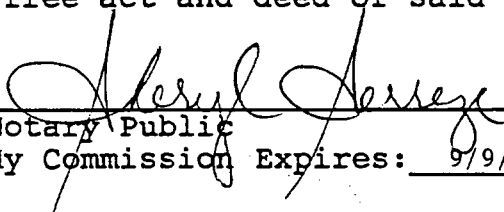
Rockland Trust Company (successor to  
Middleborough Trust Company)

[Corporate Seal]

By:   
Title: Vice President

STATE/Commonwealth of Rhode Island  
COUNTY OF Providence ss:

On this 27th day of November, 1992 before me personally appeared Wayne Carvalho, to me personally known, who being by me duly sworn, says that he is the Vice President of Rockland Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing was the free act and deed of said corporation.

  
Notary Public  
My Commission Expires: 9/9/93



MIDDLEBOROUGH  
TRUST COMPANY

EXHIBIT A  
SECURITY AGREEMENT

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To secure the due payment and performance of all of the liabilities and obligations hereunder of the undersigned, herein called "Debtor", to Middleborough Trust Company of Middleboro, herein called "Secured Party", and all other liabilities and obligations of Debtor to Secured Party of every name and nature whatsoever, direct or indirect, absolute or contingent, now existing or hereafter arising or acquired, including without limitation the due payment and performance of all liabilities and obligations under a note of even date herewith and all notes given by way of renewal or extension of or in substitution in whole or in part for the same, all hereinafter called the "Obligations",

For value received, Debtor hereby grants to Secured Party a security interest in all property of Debtor which is now or may hereafter be in Secured Party's possession, including without limitation any deposits, balance of deposits or other sums at any time credited by or due from Secured Party to Debtor, and in Debtor's following described personal property:

ton

One General Motor Diesel Electric 123 <sup>1</sup>/<sub>2</sub> Locomotive with 1750 hp engine #7308 Builder

#20897 leased to Bay Colony Railroad Corporation, 420 Bedford Street, Lexington, MA

and in any and all additions, accessions and accretions thereto and substitutes therefor, all hereinafter called the "Collateral", and in the proceeds thereof.

Debtor hereby specifies, warrants and covenants that:

1. Debtor's mailing address is: 60 Water Street Marion MA 02738  
(Street and No. — Box) (City or Town) (State) (Zip)

2. The Collateral is or will be used primarily for: ☐ Personal, family or household purposes ☒ Business (including Profession) ☐ Farming

3. The Collateral will be kept at: \_\_\_\_\_  
(Street and No.) (City or Town) (County) (State)

4. If the Collateral or any part thereof is or is to become fixtures, Debtor will upon request furnish Secured Party with a disclaimer or subordination in form satisfactory to Secured Party of their interests in the Collateral from all persons having an interest in the real estate, the name and address of the record owner of and a general description of said real estate being as follows:

N/A

5. If the Collateral or any part thereof is or is to be used primarily for business, Debtor's (A) principal and (B, etc.) other places of business are as follows:

(A) Above (Street and No.) (City or Town) (County) (State)

(B) \_\_\_\_\_

6. If the Collateral or any part thereof is or is to be used primarily for farming or for personal, family or household purposes, Debtor's residence is as follows: \_\_\_\_\_  
(Street and No.) (City or Town) (County) (State)

7. Secured Party is authorized and requested to disburse the proceeds of the note of even date herewith, if any, to the following named person(s) from whom Debtor is acquiring the Collateral: \_\_\_\_\_

"Debtor" shall include all persons signing below as Debtor except those signing in a representative capacity, and all Obligations of Debtor, if more than one person, shall be joint and several.

THIS AGREEMENT IS SUBJECT TO THE ADDITIONAL TERMS AND PROVISIONS SET FORTH ON THE REVERSE SIDE HEREOF, THE SAME BEING HERE INCORPORATED BY REFERENCE AS FULLY AS IF HERE SET FORTH VERBATIM.

DEBTOR HAS RETAINED A TRUE AND COMPLETED COPY OF THIS AGREEMENT AT THE TIME OF DEBTOR'S EXECUTION AND DELIVERY THEREOF.

Signed, sealed and delivered at Middleboro, Massachusetts this 31st day of July 19 87

Executed in Presence of:

DEBTOR: G.B. Leasing Corporation

Alfred R. Lawrence

By

George E. Barthel Pres

4. <input checked="" type="checkbox"/> Filed for record in the real estate records.	5. <input type="checkbox"/> Debtor is a Transmitting Utility.	6. No. of Additional Sheets Presented:
1. Debtor(s) (Last Name First) and address(es) <b>G.B. Leasing Corporation</b> <b>60 Water Street</b> <b>Marion, Mass. 02738</b>	2. Secured Party(ies) and address(es) <b>Middleborough Trust Company</b> <b>10 John Glass Jr. Square</b> <b>Middleboro, Mass. 02346</b>	3. For Filing Officer (Date, Time, Number, and Filing Office) <b>92 MAY 28 AM 11:20</b> <b>094316</b> <b>2211</b>

7. This statement refers to original Financing Statement No. **714690** filed (date) **8/4/87** with **Commonwealth of Mass**

8. ☒ A. Continuation The original Financing Statement bearing the above file number is still effective.  
☐ B. Termination The Secured Party of record no longer claims a security interest under the Financing Statement bearing the above file number.  
☐ C. Release From the Collateral described in the Financing Statement bearing the above file number, the Secured Party of record releases the following:  
☐ D. Assignment The Secured Party of record has assigned the Secured Party's rights in the property described below under the Financing Statement bearing the above file number to the Assignee whose name and address are shown below:  
☐ E. Amendment The Financing Statement bearing the above file number is amended as set forth below: (Signature of Debtor and Secured Party is Required)  
☐ F. Other

By ..... **Middleborough Trust Company** .....  
By ..... **Susan K. Martineau, AVP** .....  
Signature(s) of Debtor(s) (only on amendment) Signature(s) of Secured Party(ies)

Filing Officer Copy — Acknowledgment — Filing officer is requested to note file number, date and hour of filing on this copy and return it to the person filing, as an acknowledgment.

4. <input checked="" type="checkbox"/> Filed for record in the real estate records.	5. <input type="checkbox"/> Debtor is a Transmitting Utility.	6. No. of Additional Sheets Presented:
1. Debtor(s) (Last Name First) and address(es) <b>G.B. Leasing Corporation</b> <b>60 Water Street</b> <b>Marion, MA 02738</b>	2. Secured Party(ies) and address(es) <b>Middleborough Trust Company</b> <b>10 John Glass, Jr. Square</b> <b>Middleboro, MA 02346</b>	3. For Filing Officer (Date, Time, Number, and Filing Office) <b>AUG 4 4 56 PM '87</b> <b>714690</b>

7. This financing statement covers the following types (or items) of property:

**One Genreal Motor Diesel Electric 123 1/2 ton Locomotive with 1750 hp engine #7308**  
**Builder #20897 leased to Bay Colony Railroad Corporation, 420 Bedford Street, Lexington, MA**

filed with: **Commonwealth of Massachusetts**

☐ Products of Collateral are also covered.

TERMINATION STATEMENT  
This statement of termination of financing is presented to a filing officer for filing pursuant to the Uniform Commercial Code. The Secured Party certifies that the Secured Party no longer claims a security interest under the financing statement bearing the file number shown above.

**G.B. Leasing Corporation**

**Middleborough Trust Company**

Dated: .....

By: .....

Signature(s) of Secured Party (Or Assignee)

Filing Officer Copy — Acknowledgment — Filing officer make sure filing information is in Box 3 before returning this copy to filer.

1. Debtor(s) (Last Name First) and address(es)

G.B. Leasing Corporation  
60 Water Street  
Marion, Mass. 02738

2. Secured Party(ies) and address(es)

Middleborough Trust Company  
10 John Glass Jr. Square  
Middleborough, Mass. 02346

3. For Filing Officer (Date, Time, Number, and Filing Office)

5-28-92, 12 Noon, #5375  
Helen G. Westergard  
Helen G. Westergard  
Town Clerk, Marion, MA

7. This statement refers to original Financing Statement No. 4046 filed (date) 8/6/87 with Town of Marion, Ma

8. ☒ A. Continuation The original Financing Statement bearing the above file number is still effective.  
☐ B. Termination The Secured Party of record no longer claims a security interest under the Financing Statement bearing the above file number.  
☐ C. Release From the Collateral described in the Financing Statement bearing the above file number, the Secured Party of record releases the following:  
☐ D. Assignment The Secured Party of record has assigned the Secured Party's rights in the property described below under the Financing Statement bearing the above file number to the Assignee whose name and address are shown below:  
☐ E. Amendment The Financing Statement bearing the above file number is amended as set forth below: (Signature of Debtor and Secured Party is Required)  
☐ F. Other

Middleborough Trust Company

By .....  
Signature(s) of Debtor(s) (only on amendment)

By Susan E. Martineau, AVP  
Signature(s) of Secured Party(ies)

Filing Officer Copy — Acknowledgment — Filing officer is requested to note file number, date and hour of filing on this copy and return it to the person filing, as an acknowledgment.

4. ☐ Filed for record in the real estate records.

5. ☐ Debtor is a Transmitting Utility.

6. No. of Additional Sheets Presented: ☒

1. Debtor(s) (Last Name First) and address(es)

G.B. Leasing Corporation  
60 Water Street  
Marion, MA 02738

2. Secured Party(ies) and address(es)

Middleborough Trust Company  
10 John Glass, Jr. Square  
Middleboro, MA 02346

3. For Filing Officer (Date, Time, Number, and Filing Office)

#4046 Aug. 6, 1987 9:15am

Pardon N. Gibbs  
PARDON N. GIBBS 3rd  
TOWN CLERK, MARION, MA. 02788

7. This financing statement covers the following types (or items) of property:

One General Motor Diesel Electric 123 1/2 ton Locomotive with 1750 hp engine #7308  
Builder #20897 leased to Bay Colony Railroad Corporation, 420 Bedford St., Lexington, MA

Filed with: Town of Marion

☐ Products of Collateral are also covered.

#### TERMINATION STATEMENT

This statement of termination of financing is presented to a filing officer for filing pursuant to the Uniform Commercial Code. The Secured Party certifies that the Secured Party no longer claims a security interest under the financing statement bearing the file number shown above.

G.B. Leasing Corporation

Middleborough Trust Company

Dated: .....

By: .....

Signature(s) of Secured Party (Or Assignee)

Filing Officer Copy — Acknowledgment — Filing officer make sure filing information is in Box 3 before returning this copy to filer.